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July 1, 2004

VIA FACSIMILE

Paul D. Popeo, Esq.
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Exchange Place
53 State Street
Boston, MA 02109-2809

Re *ScanSoft, Inc. v. Voice Signal Technologies, Inc., et al.*,
Civil Action No. 04-10353 PBS
Our File 2639/509

Dear Paul:

It is my understanding that, pursuant to your telephone conversation with Julia Huston on July 25, 2004, you agreed to advise the Court that VST joins in ScanSoft's motion to enter the Protective Order. You further proposed that the parties conduct themselves pursuant to the terms of the Protective Order until it is entered by the Judge, and offered to send us a letter to that effect. We have not yet received such a letter from you, and want to avoid any delay in VST's document production.

Thus, at your earliest convenience, please advise the Court of VST's agreement to the Protective Order, and countersign this letter where indicated to reflect your agreement that the parties will adhere to the terms of the Protective Order until it is entered by the Court.

Thank you for your attention to this matter.

Sincerely,

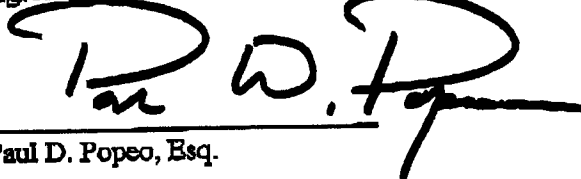


Brian M. Donovan
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ATTORNEYS AT LAW

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Agreed to by counsel for defendants:



Paul D. Popeo, Esq.